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ATTORNEYS FOR PLAINTIFF

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MONTANA
BUTTE DIVISION**

-----X
MAGTEN ASSET MANAGEMENT CORPORATION,

Plaintiff,

- against -

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.
-----X

Cause No. CV-04-26-BU-RFC



**DECLARATION OF J. DEVLAN GEDDES
IN SUPPORT OF MAGTEN'S RESPONSE TO DEFENDANTS'
MOTION FOR SUMMARY JUDGMENT**

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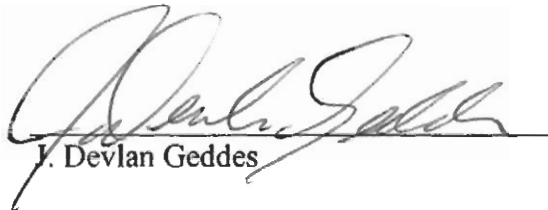
I, J. Devlan Geddes, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that I am competent to testify from personal knowledge as to the matters set forth below, which are true and correct.

1. I am an attorney with the law firm of Goetz, Gallik & Baldwin, P.C., and have been personally involved in representing Magten¹ in the above-captioned proceeding.
2. I submit this declaration in support of Magten's response to defendants' motion for summary judgment dated September 13, 2004.
3. A true and correct copy of the Complaint in this action, dated April 15, 2004, is attached hereto as Exhibit A.
4. True and correct copies of selected pages of the Master Indenture, dated November 1996, are attached hereto as Exhibit B.
5. True and correct copies of selected pages of NorthWestern's First Amended and Restated Disclosure Statement are attached hereto as Exhibit C.
6. A true and correct copy of Judge Case's Decision, dated July 23, 2004, is attached hereto as Exhibit D.
7. A true and correct copy of Judge Case's Opinion, dated August 20, 2004, is attached hereto as Exhibit E.
8. A true and correct copy of NorthWestern Corporation's Motion, and Supporting Brief, to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York for Failure to State a Claim Upon Which Relief Can Be Granted, dated May 14, 2004, is attached hereto as Exhibit F.
9. A true and correct copy of NorthWestern's press release, dated April 16, 2003, is attached hereto as Exhibit G.

¹ This declaration uses the same defined terms as in Magten's memorandum of law in response to defendants' motion for summary judgment.

10. A true and correct copy of NorthWestern's press release, dated December 31, 2003, is attached hereto as Exhibit H.

Date: Bozeman, Montana
September 13, 2004



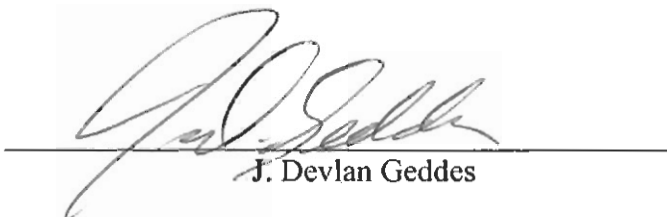
J. Devlan Geddes

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served upon the following counsel of record, by first class U. S. mail, postage prepaid, this 13th day of September, 2004.

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